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and

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Attorneys for Plaintiff

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

FRAMEWELD LLC,)	
)	
Plaintiff/Counterclaim Defendant,)	Case No.: 11-CV-07103 (PAE)
)	ECF Case
v.)	
)	Answer to Counterclaim
RYAN MAHONEY and VIRTUE CENTER FOR)	
ART AND TECHNOLOGY LLC)	
)	
Defendants/Counterclaim Plaintiffs.)	
)	

Plaintiff Frameweld LLC (“Plaintiff/Counterclaim Defendant”) hereby replies to the counterclaim set forth in defendants Ryan Mahoney (“Mahoney”) and Virtue Center for Art and Technology LLC’s (“Virtue Center”) (collectively, “Defendants/Counterclaim Plaintiffs”) Answer, Jury Demand, Affirmative Defenses and Counterclaim of Defendants Ryan Mahoney and Virtue Center For Art And Technology LLC (“Counterclaim”) as follows:

1. Paragraph 1 is admitted.
2. Paragraph 2 is admitted.

3. Paragraph 3 is admitted.

4. Paragraph 4 is denied.

5. Paragraph 5 is denied.

6. Plaintiff/Counterclaim Defendant lacks knowledge sufficient to form a belief as the truth or falsity of Paragraph 6.

7. Paragraph 7 is denied.

8. Paragraph 8 is denied.

9. Paragraph 9 is denied.

10. Paragraph 10 is denied.

11. Plaintiff/Counterclaim Defendant lacks knowledge sufficient to form a belief as the truth or falsity of Paragraph 11.

12. Plaintiff/Counterclaim Defendant denies that there are countless other frameworks that are licensed as open source and are virtually the same as *Automvc*. Plaintiff/Counterclaim Defendant lacks knowledge sufficient to form a belief as the truth or falsity of the remainder of Paragraph 12.

13. Paragraph 13 is denied.

14. Plaintiff/Counterclaim Defendant denies that the decision to license *bAC* as open source was made by Mahoney with the full knowledge and approval of Shah and Cartos. Plaintiff/Counterclaim Defendant admits that Mahoney was involved in the creation of *bAC* in early 2010 as an improvement to *Automvc*.

15. Paragraph 15 is denied.

16. Paragraph 16 is admitted.

17. Paragraph 17 is denied.

18. Paragraph 18 is denied.
19. Paragraph 19 is denied.
20. Paragraph 20 is denied.
21. Paragraph 21 is denied.
22. Paragraph 22 is denied.
23. Paragraph 23 is denied.
24. Paragraph 24 is denied.
25. Paragraph 25 is denied.
26. Paragraph 26 is denied.
27. Paragraph 27 is denied.

AFFIRMATIVE DEFENSES

1. The Counterclaim fails to state a claim.
2. The Counterclaim fails to state a cause of action upon which relief can be granted.
3. The Counterclaim is barred by the doctrine of unclean hands.

WHEREFORE, it is respectfully submitted that the Counterclaim be dismissed in its entirety, with costs and fees awarded to Plaintiff/Counterclaim Defendants.

Dated: New York, New York
November 14, 2011

Respectfully submitted,

DUANE MORRIS LLP

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CERTIFICATE OF SERVICE

I hereby certify on this 14th day of November 2011 that I caused the foregoing **Answer to Counterclaim** to be filed by the Court's CM/ECF system upon all counsel of record.

/s/ R. Terry Parker

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